

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION
 • ANNUAL REPORT
 1995



FLORIDA DEPARTMENT OF STATE
 Sandra B. Morham
 Secretary of State
 DIVISION OF CORPORATIONS

**APPROVED
 AND
 FILED**

95 MAY 17 AM 8:45

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DOCUMENT # F92000000957 (2)
 1. Corporation Name
SPE CORPORATE SERVICES INC.

Principal Place of Business Mailing Address
 800 CORP POINTE, 8TH FL
 BURBANK CA 90230
 US

10202 W. WASHINGTON BLVD.
 SONY PICTURES PLAZA #1132
 CULVER CITY CA 90232
 US

DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business 2a. Mailing Address
 21 10202 W. Washington Blvd. 26
 Suite, Apt. #, etc. Suite, Apt. #, etc.
 22 City & State 27
 Culver City, CA 28
 Zip Country Zip Country
 24 90232 25 US 29 30

3. Date Incorporated or Qualified 3a. Date of Last Report
 12/30/1992 04/27/1994

4. FEI Number Applied For
 13-3540358 Not Applicable

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under §. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
 THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYES ST, STE 105
 TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ Signature: Typed or printed name of registered agent and title if applicable. NOTE: Registered Agent signature required when re-registering. DATE

12. OFFICERS AND DIRECTORS	
TITLE	P
NAME	WILLIAMS, KENNETH S
STREET ADDRESS	10202 W. WASHINGTON BLVD.
CITY - ST - ZIP	CULVER CITY CA 90232
TITLE	VSD
NAME	SCHAEFFER, PAUL
STREET ADDRESS	10202 W. WASHINGTON BLVD.
CITY - ST - ZIP	CULVER CITY CA
TITLE	VD
NAME	BROWN, ABBOTT L
STREET ADDRESS	10202 W. WASHINGTON BLVD.
CITY - ST - ZIP	CULVER CITY CA 90232
TITLE	VASD
NAME	JACOBI, RONALD N
STREET ADDRESS	10202 W. WASHINGTON BLVD.
CITY - ST - ZIP	CULVER CITY CA
TITLE	V
NAME	HOWELLS, EDGAR H JR.
STREET ADDRESS	10202 W. WASHINGTON BLVD.
CITY - ST - ZIP	CULVER CITY CA 90232
TITLE	VAS
NAME	BERKE, BETH
STREET ADDRESS	10202 W. WASHINGTON BLVD.
CITY - ST - ZIP	CULVER CITY CA 90232

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	SEE EXHIBIT A ATTACHED HERETO AND INCORPORATED HEREIN BY THIS REFERENCE.
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	LEMBERGER, KENNETH
2.3 STREET ADDRESS	10202 W. WASHINGTON BLVD.
2.4 CITY - ST - ZIP	CULVER CITY, CA 90232
3.1 TITLE	AS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	MCBRIDE, JR., JOHN C.
3.3 STREET ADDRESS	10202 W. WASHINGTON BLVD.
3.4 CITY - ST - ZIP	CULVER CITY, CA 90232
4.1 TITLE	VSD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	JACOBI, RONALD N.
4.3 STREET ADDRESS	10202 W. WASHINGTON BLVD.
4.4 CITY - ST - ZIP	CULVER CITY, CA 90232
5.1 TITLE	VFD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	HOWELLS, JR., EDGAR H.
5.3 STREET ADDRESS	10202 W. WASHINGTON BLVD.
5.4 CITY - ST - ZIP	CULVER CITY, CA 90232
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

14. I do hereby certify that the information and data with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this Annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation, or the receiver or trustee empowered to execute this report as required by Chapter 007, Florida Statutes, and that my name appears in Block 12 or Block 13 if applicable, or in an attachment with an address.

SIGNATURE: _____ John C. McBride, Jr.
 Assistant Secretary 4/21/95 (310) 280-4683

EXHIBIT A
SPE CORPORATE SERVICES INC.
1995 FLORIDA CORPORATION ANNUAL REPORT
ID NUMBER: F92000000957

F92-957

12. Names and addresses of officers and directors:

Title	Name	Address
President	Kenneth S. Williams	10202 W. Washington Blvd., Culver City, CA 90232
Executive Vice President, General Counsel and Secretary	Ronald N. Jacobi	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President and Chief Financial Officer	Edgar H. Howells, Jr.	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President and Assistant Secretary	Beth Berke	10202 W. Washington Blvd., Culver City, CA 90232
Senior Vice President and Assistant Secretary	Joel Grossman	10202 W. Washington Blvd., Culver City, CA 90232
Vice President and Treasurer	Joseph Kraft	10202 W. Washington Blvd., Culver City, CA 90232
Vice President	Robert Moses	711 5th Avenue, New York, NY 10022
Vice President	Pam Saraceno	10202 W. Washington Blvd., Culver City, CA 90232
Vice President	Joe Stevens	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Secretary	Vicki R. Solmon	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Secretary	Robert Eichhorn	711 5th Avenue, New York, NY 10022
Assistant Secretary	Michael Winchester	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Secretary	John C. McBride, Jr.	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Controller	Charles Falcetti	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer	Lynne R. Shulim	10202 W. Washington Blvd., Culver City, CA 90232
Assistant Treasurer - Risk Management	Janel Clausen	10202 W. Washington Blvd., Culver City, CA 90232
Director	Edgar H. Howells, Jr.	10202 W. Washington Blvd., Culver City, CA 90232
Director	Ronald N. Jacobi	10202 W. Washington Blvd., Culver City, CA 90232
Director	Kenneth Lemberger	10202 W. Washington Blvd., Culver City, CA 90232

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